

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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PURE POWER BOOT CAMP, INC.,  
PURE POWER BOOT CAMP FRANCHISING  
CORPORATION, and PURE POWER BOOT  
CAMP JERICHO INC.,

Plaintiffs

REPLY AFFIDAVIT OF  
WALTER POWERS IN  
SUPPORT OF MOTION FOR  
A PRELIMINARY INJUNCTION  
Index No.: 08 CV 4810 JGK)(THK)

-against-

WARRIOR FITNESS BOOT CAMP, LLC,  
ALEXANDER KENNETH FELL a/k/a ALEX  
FELL, Individually; RUBEN DARIO BELLIARD  
a/k/a RUBEN BELLIARD, Individually;  
JENNIFER J. LEE Individually; and NANCY  
BAYNARD, Individually,  
Defendants.

-----X  
STATE OF NEW YORK :

s.s.:

COUNTY OF NASSAU:

WATER D. POWERS, being duly sworn, deposes and says:

1. I am a Lieutenant Colonel in the United State Marine Corps Reserve and make this affidavit to address certain issues raised by defendants in this action.
2. I have been in the United States Marine Corps for 20 years and am currently serving with Headquarters Marine Corps in Quantico, Virginia as well as a Firefighter in New York City since February, 1996.
3. In 2003, while serving with 2d Battalion, 25<sup>th</sup> Marines, the unit was sent to Iraq to serve in Operation Iraqi Freedom. Upon return from the deployment, I continued to serve the unit at the Headquarters in Garden City, New York. While in Garden City in the late winter of

2004, Lauren Brenner visited the unit with several propositions. She had already established her business which involved a "Boot Camp" style fitness facility.

4. Ms Brenner wanted to see if the Marine Corps would endorse her new business, send Marines to train at her new business and if any Marines were interested in working for her. I informed Ms. Brenner that the Marine Corps could not openly endorse this facility but Marines from 2d Battalion, 25<sup>th</sup> Marines can have careers with PPBC.

5. During my visit to PPBC, Ms. Brenner ran several individuals from my battalion including myself and Ruben Belliard through her course. At the time, no Marines from 2d Battalion, 25<sup>th</sup> Marines were employed at the facility and she had a very specific and effective 6 week and 8 week fitness program as well as maintenance programs which she designed with a military theme geared towards all civilians of all shapes and sizes who were committed to getting into shape in a positive environment while being a part of a platoon. This is totally different than the mentality of the United States Marine Corps.

6. Upon completion of the 1 hour Pure Power Boot Camp fitness regimen, I was extremely impressed by the facility and the fitness curriculum Ms. Brenner has designed and her commitment to the business. I had never before seen a fitness facility or program such as the one at Pure Power Boot Camp.

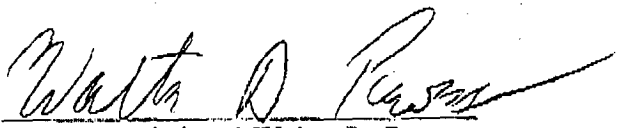
7. I stayed in constant contact with Ms. Brenner and in May of 2004 after undergoing training with Ms. Brenner, she invited me to be a part time employee at the facility.

8. At the same time, Ruben Belliard was also very interested in employment. However, Ms. Brenner did not believe that Ruben Belliard had the skills or the personality to be a Pure Power Boot Camp Drill Instructor.

9. After 2 months of Ruben Belliard observing the program and instruction, Ms. Brenner decided to use him on a trial basis..

10. Ms. Brenner was very specific on how her classes were to be taught and provided specific programs that she designed which were to be taught on a daily basis. Throughout the time I have worked with Ms. Brenner and Pure Power Boot Camp, new instructors came into employment at the facility. Each instructor was given a specific program and specific training to teach the students which was designed by Lauren Brenner. The experience that Fell and Belliard received being in the United States Marine Corps was a life changing one. However, it did not give or teach either Fell or Belliard the tools to run a business or design a curriculum for civilians. All the knowledge they received and the foundation they have for Warrior Fitness Boot Camp is based solely on Pure Power Boot Camp's facility and curriculum.

11. As I became more involved with the Global War on Terror, my time working at PPBC was minimal and I was soon deployed back to Iraq. During that time Belliard and Fell became Senior Employees at PPBC and Belliard became Head Drill Instructor. I am aware that Belliard and Fell were both planning to part of the national expansion of Pure Power Boot Camp prior to their opening of Warrior Fitness Boot Camp.

  
Lieutenant Colonel Walter D. Powers

Sworn and subscribed to before  
me this 31 day of July, 2008



NOTARY PUBLIC

ROSETTA ARLIA  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN SROX COUNTY  
REC. #10402508  
MY COMM. EXP. NOV. 30, 2009